

RECORDATION NO. 20841 FILED

AUG 29 '97

11-30AM

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
918 SIXTEENTH STREET, N.W.  
SUITE 200  
WASHINGTON, D.C.

20006-2973

(202) 393-2266

FAX (202) 393-2156

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

AUG 29 11 28 AM '97

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August 29, 1997

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Memorandum of Railroad Equipment Lease Agreement, dated as of August 29, 1997, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Radnor Rail, Ltd.  
150 Stafford Avenue, Suite 112  
Radnor, Pennsylvania 19087

Lessee: Bangor & Aroostook Railroad Company  
Route 2 Box 45  
Bangor, ME 04401

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A attached to the Lease Agreement.

Mr. Vernon A. Williams  
August 29, 1997  
Page 2

Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bg  
Enclosures

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**RADNOR RAIL, LTD.**

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**MEMORANDUM OF RAILROAD EQUIPMENT LEASE AGREEMENT**

**dated as of August 29, 1997  
and Schedule thereunder dated August 29, 1997**

**between**

**RADNOR RAIL, LTD.**

**as Lessor**

**and**

**BANGOR & AROOSTOOK RAILROAD COMPANY**

**as Lessee**

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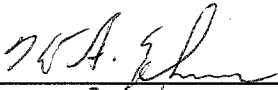
## MEMORANDUM OF RAILROAD EQUIPMENT LEASE AGREEMENT

THIS MEMORANDUM OF RAILROAD EQUIPMENT LEASE AGREEMENT is made and entered into as of August 29, 1997 by and between **RADNOR RAIL, LTD.**, a Pennsylvania corporation ("Lessor"), and **BANGOR & AROOSTOOK RAILROAD COMPANY**, a Maine corporation ("Lessee"), with reference to the following:

1. Lessor has leased to Lessee, and Lessee has leased from Lessor the equipment indicated on Exhibit A attached hereto, all as more particularly described in that certain Railroad Equipment Lease Agreement dated as of August 29, 1997 (the "Lease") and the Schedule thereunder dated as of August 29, 1997, between Lessor and Lessee.
2. The Schedule shall be effective as of the execution date thereof and shall be subject to the term of the Lease, as defined therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railroad Equipment Lease Agreement to be executed as of the date first above written.

**RADNOR RAIL, LTD. (Lessor)**

By:   
Name: Kent Zehner  
Title: President

**BANGOR & AROOSTOOK RAILROAD  
COMPANY (Lessee)**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

## MEMORANDUM OF RAILROAD EQUIPMENT LEASE AGREEMENT

THIS MEMORANDUM OF RAILROAD EQUIPMENT LEASE AGREEMENT is made and entered into as of August 29, 1997 by and between **RADNOR RAIL, LTD.**, a Pennsylvania corporation ("Lessor"), and **BANGOR & AROOSTOOK RAILROAD COMPANY**, a Maine corporation ("Lessee"), with reference to the following:

1. Lessor has leased to Lessee, and Lessee has leased from Lessor the equipment indicated on Exhibit A attached hereto, all as more particularly described in that certain Railroad Equipment Lease Agreement dated as of August 29, 1997 (the "Lease") and the Schedule thereunder dated as of August 29, 1997, between Lessor and Lessee.
2. The Schedule shall be effective as of the execution date thereof and shall be subject to the term of the Lease, as defined therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railroad Equipment Lease Agreement to be executed as of the date first above written.

**RADNOR RAIL, LTD. (Lessor)**

By: \_\_\_\_\_  
Name:  
Title:

**BANGOR & AROOSTOOK RAILROAD  
COMPANY (Lessee)**

By: John A. Scott  
Name: JOHN A. SCOTT  
Title: VICE PRESIDENT

STATE OF Pennsylvania, CITY OF Radnor, TO WIT:

On this 28<sup>th</sup> day of August, 1997 before me personally appeared, Kent L. Zehner, to me personally known, who being by me duly sworn, says that he is an President of **RADNOR RAIL, LTD.**, a Pennsylvania corporation, that said instrument was signed on August 28, 1997 on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Karen W. Maffei  
Notary Public

[Notarial Seal]  
My Commission Expires:

Notarial Seal  
Karen W. Maffei, Notary Public  
Radnor Twp., Delaware County  
My Commission Expires Dec. 4, 2000  
Member, Pennsylvania Association of Notaries

STATE OF \_\_\_\_\_, CITY OF \_\_\_\_\_, TO WIT:

On this \_\_\_\_ day of \_\_\_\_\_, 1997 before me personally appeared, \_\_\_\_\_, to me personally known, who being by me duly sworn, says that he is a \_\_\_\_\_ of **BANGOR & AROOSTOOK RAILROAD COMPANY**, a Maine corporation, that said instrument was signed on \_\_\_\_\_, 1997 on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

[Notarial Seal]  
My Commission Expires:

STATE OF \_\_\_\_\_, CITY OF \_\_\_\_\_, TO WIT:

On this \_\_\_\_ day of \_\_\_\_\_, 1997 before me personally appeared, \_\_\_\_\_, to me personally known, who being by me duly sworn, says that he is an \_\_\_\_\_ of **RADNOR RAIL, LTD.**, a Pennsylvania corporation, that said instrument was signed on \_\_\_\_\_, 1997 on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

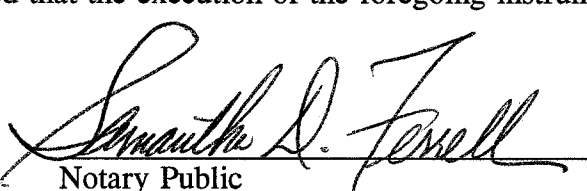
\_\_\_\_\_  
Notary Public

[Notarial Seal]  
My Commission Expires:

### DISTRICT OF COLUMBIA

STATE OF \_\_\_\_\_, CITY OF \_\_\_\_\_, TO WIT:

On this 28 day of August, 1997 before me personally appeared, John A. Scotto, to me personally known, who being by me duly sworn, says that he is a Vice President of **BANGOR & AROOSTOOK RAILROAD COMPANY**, a Maine corporation, that said instrument was signed on August 28, 1997 on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

[Notarial Seal]  
My Commission Expires:

**MY COMMISSION EXPIRES  
JULY 14, 2001**

## **EXHIBIT A**

### **DESCRIPTION OF EQUIPMENT**

G23278AA Mark IV Switch Production Tam complete with Cummins Diesel Engine, Air Conditioning, West Coast Mirrors, Rotating Amber Beacon, Smart I/O Derail Protection and including Standard Spare Parts MM 06/13/97 -- SDK 04/18 S/N 7191287

Fairmont Tamper Ballast Regular "C" Series, Model C154BR, SWW 8BR00326, with winter & summer attachments to include any spare parts. 1986. Hy Rail Trailer, 1993 Bev SN: 48347

Fairmont Tamper Mark II Electromatic Production Tamper Model E-TD-AG SN: 477339, Unit #TT547

Fairmont Tamper Mark II Electromatic Production Tamper Model E-TD-AG SN: 476888, Unit #TT556

Fairmont Tamper Mark II Electromatic Production Tamper Model E-TD-AG SN: 477026, Unit #TT552